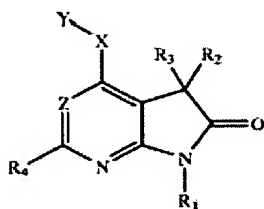


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

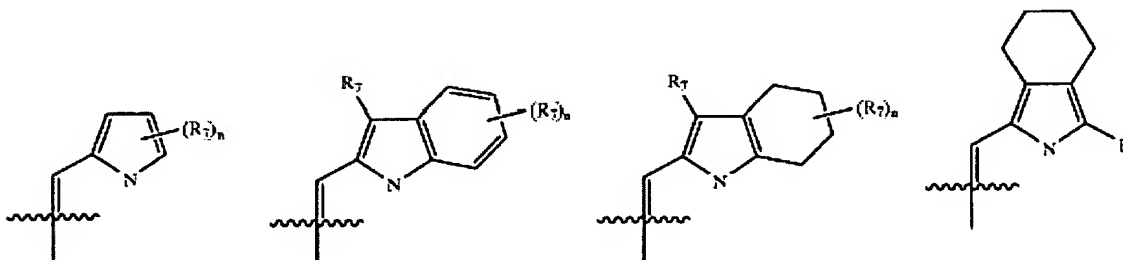
1. (Currently Amended) A compound of Formula 1



or a pharmaceutically acceptable salt[,], or solvate, ~~clathrate, or prodrug~~ thereof, wherein:

R₁ is H or methyl;

each of R₂ and R₃ is independently H, halogen, (C₁-C₃)alkyl, or (C₁-C₃)alkoxy; or R₂ and R₃ taken together form an optionally substituted methyldiene selected from the group consisting of ~~or a 3- to 7-membered ring optionally comprising 0-3 heteroatoms;~~

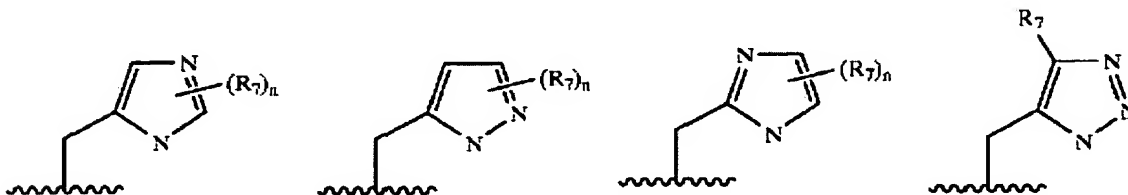


1a

1b

1c

1d

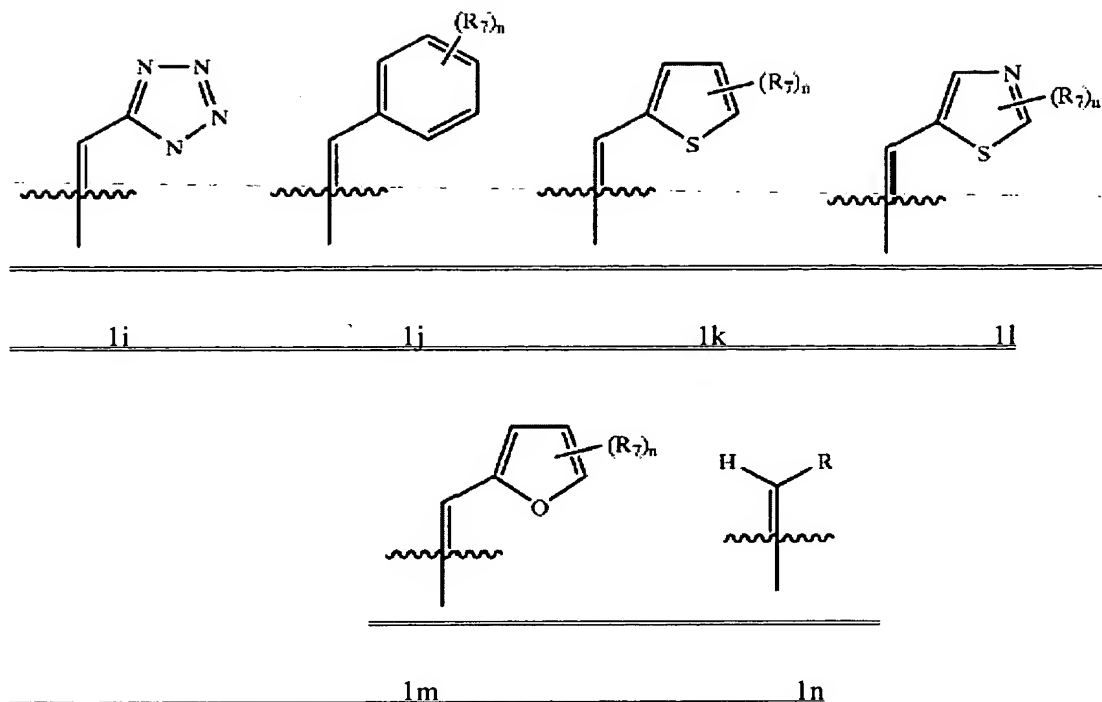


1e

1f

1g

1h



wherein:

n is an integer of 0-3;

each R_7 is independently H, alkyl, carboxylic acid, amine, halogen, nitro, cyano, X_1 , X_2 -(C-C₄)alkyl- R_8 , X_2 -(C₁-C₄)alkenyl- R_8 , or X_2 -(C₁-C₄)alkynyl- R_8 ;

X_1 is -C(O)NR₉-, -NR₉C(O)-, -C(O)O-, C(O)R₁₁-, -OC(O)-, -O-, -NR₉-, -S-, -S(O₂), or -S(O₂)NR₉-;

X_2 is a chemical bond, -C(O)NR₉-, -NR₉C(O)-, -C(O)O-, C(O)R₁₁-, -OC(O)-, -O-, -NR₉-, -S-, -S(O₂), or -S(O₂)NR₉-;

R_8 is selected from the group consisting of hydrogen, dialkylamino, carboxyl, hydroxyl, alkoxy, sulfonamide, urea, carbamate, diol, alkylsulphonyl, and R_{10} ;

R_9 is H or (C₁-C₃)alkyl;

R_{10} is an optionally substituted 5- or 6-membered saturated, unsaturated, or aromatic heterocycle comprising from 1 to 4 heteroatoms; and

R_{11} is an optionally substituted 5- to 6-membered saturated heterocyclic ring;

R_4 is H, methyl, trifluoromethyl, (C₁-C₄)alkyl, alkoxy, amido, amino, or optionally substituted aryl;

X is a chemical bond, ethynyl, -O-, -S-, -S(O)-, -S(O₂)-, -NR₅C(O)-, or -NR₅-, wherein R₅ is H, methyl, or substituted methylene;

Y is a 5- to 10-membered mono or bicyclic, saturated, unsaturated, or aromatic ring comprising 0-3 heteroatoms and optionally substituted; and

Z is CR₆, wherein R₆ is H, halogen, nitro, cyano, alkoxyl, sulfonamide, amino, or amide.

2. (Original) The compound of claim 1 wherein X is a chemical bond, -O-, -S-, or -NR₅-.

3. (Currently Amended) The compound of claim 1 wherein Y is selected from the group consisting of phenyl, indolyl, indolinyl, 1H-indazolyl, 2,3-dihydro-1H-indazolyl, 1H-benzimidazolyl, 2,3-dihydro-1H-benzimidazolyl, benzotriazolyl, pyridyl, pyrimidyl, 4-substituted piperazin-1-yl, morpholino, piperidinyl, pyrrolidin-1-yl, furanyl, thiophenyl, pyrrolyl, pyrazolyl, imidazolyl, pyridopyrrolyl, pyridazopyrrolyl, pyrimidopyrrolyl, pyrazopyrrolyl, and pyridofuranyl, ~~and derivatives thereof~~.

4. (Canceled)

5. (Original) The compound of claim 1 wherein R₂ and R₃ are both H, halogen, or methyl.

6. (Original) The compound of claim 1 wherein R₂ and R₃ are taken together to form a ring selected from the group consisting of 1,3-dioxolane, 1,3-dioxane, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

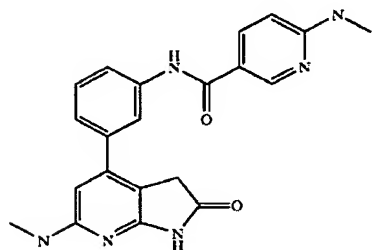
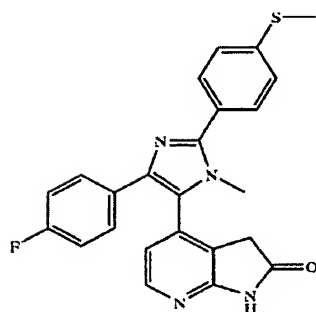
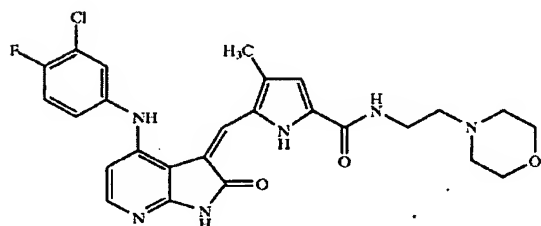
7. (Canceled)

8. (Currently Amended) The compound of claim ~~[[7]]~~ 1 wherein R₇ is X₂-(C₁-C₄)alkyl-R₈, X₂-(C₁-C₄)alkenyl-R₈, or X₂-(C₁-C₄)alkynyl-R₈, and R₈ is selected from the group consisting of alkylsulfonyl, alkoxy, carboxyl, morpholino, 1-alkyl-piperazin-4-yl, pyrrolidinyl, piperidinyl, pyridyl, imidazolo, triazolo, tetrazolo, and thiazolo.

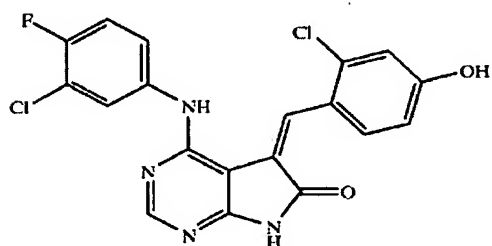
9. (Original) The compound of claim 1 wherein R₄ is H, methyl, or trifluoromethyl.

10. (Currently Amended) The compound of claim 1 wherein ~~if Z is CH~~, R₁ is CH₃ or R₃ and R₂ do not form an optionally substituted methyldiene.

11. (Currently Amended) A compound selected from the group consisting of:



, and



and pharmaceutically acceptable salts[,], or solvates, ~~clathrates, and prodrugs~~ thereof.

Claims 12 – 21 (Canceled)

22. (Currently Amended) A pharmaceutical composition comprising a compound of ~~Formula 1~~claim 1, or a pharmaceutically acceptable salt~~[[,]]~~ or solvate, ~~elathrate, or prodrug~~ thereof, and a pharmaceutically acceptable carrier.

23. (Original) The pharmaceutical composition comprising a compound of claim 11 and a pharmaceutical acceptable carrier or excipient.

24. (Original) The pharmaceutical composition of claim 22 which is suitable for oral, transdermal, topical, parenteral, or mucosal administration.

25 – 35. (Canceled)